

**IN THE UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

MATCH GROUP, INC., a corporation,

Defendant.

**Case No. 3:19-cv-02281-K**

**Appendix in Support of Plaintiff's  
Opposition to Defendant's Motion  
for Stay Pending Supreme Court  
Decision**

Plaintiff the Federal Trade Commission ("FTC") submits this Appendix in Support of its Opposition to Defendant's Motion for Stay Pending Supreme Court Decision.

<b>Exhibit</b>	<b>Description</b>	<b>App. Pages</b>
<b>1</b>	Match Group, <i>IAC and Match Group Complete Full Separation</i> , July 1, 2020, <a href="https://ir.mtch.com/news-and-events/press-releases/press-release-details/2020/IAC-and-Match-Group-Complete-Full-Separation/default.aspx">https://ir.mtch.com/news-and-events/press-releases/press-release-details/2020/IAC-and-Match-Group-Complete-Full-Separation/default.aspx</a> .	App. 1-4
<b>2</b>	Match Group, <i>Match Group Names Sharmistha Dubey Chief Executive Officer</i> , Jan. 28, 2020, <a href="https://www.prnewswire.com/news-releases/match-group-names-sharmistha-dubey-chief-executive-officer-300994817.html">https://www.prnewswire.com/news-releases/match-group-names-sharmistha-dubey-chief-executive-officer-300994817.html</a> .	App. 5-7
<b>3</b>	Match Group, <i>Match Group Invests In Noonlight To Integrate First-of-its-Kind Safety Technology</i> , Jan. 23, 2020, <a href="https://www.prnewswire.com/news-releases/match-group-invests-in-noonlight-to-integrate-first-of-its-kind-safety-technology-across-portfolio-beginning-with-tinder-300992052.html">https://www.prnewswire.com/news-releases/match-group-invests-in-noonlight-to-integrate-first-of-its-kind-safety-technology-across-portfolio-beginning-with-tinder-300992052.html</a> .	App. 8-12
<b>4</b>	<i>FTC v. Simple Health Plans, LLC, et al.</i> , No. 0:18-cv-62593-DPG, Docket No. 314 (S.D. Fl. Aug. 3, 2020) (paperless order denying stay of case due to Supreme Court grant of certiorari).	App. 13-14
<b>5</b>	<i>FTC v. Kutzner et al.</i> , No. 8:16-cv-00999-DOC-AFM, Docket No. 487 (C.D. Cal. July 28, 2020) (same as <i>Simple Health</i> ).	App. 15-17

Respectfully submitted,

DATED: September 15, 2020

/s/ Zachary A. Keller  
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**CERTIFICATE OF SERVICE**

On September 15, 2020, I filed the foregoing document with the clerk of court for the U.S. District Court, Northern District of Texas. I hereby certify that I have served the document on counsel by a manner authorized by Federal Rule of Civil Procedure 5(b)(2).

/s/ Zachary A. Keller  
Zachary A. Keller

# EXHIBIT 1

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NASDAQ: MTCH



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09/10/20 4:00 PM ET

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## IAC AND MATCH GROUP COMPLETE FULL SEPARATION

July 1, 2020

NEW YORK and DALLAS, July 1, 2020 /PRNewswire/ -- IAC (NASDAQ: IAC) and Match Group (NASDAQ: MTCH) today announced the successful completion of the separation of Match Group from the remaining businesses of IAC. As a result of the separation, Match Group's dual class voting structure has been eliminated and the interest in Match Group formerly held by IAC is now held directly by IAC's shareholders. Starting today, "new" IAC will trade under the symbol "IAC" and "new" Match Group under the symbol "MTCH."

In the quarter century since Barry Diller took the helm of IAC—then a collection of television stations called Silver King Communications worth \$250 million—the company has grown into 10 separate publicly-traded businesses, including Match Group. IAC and its progeny are collectively worth nearly \$60 billion today.

The transaction allows a smaller, more nimble IAC to shape a new generation of category leaders—from both the seeds existing within IAC's portfolio and the pursuit of entirely new opportunities.

Match Group's combination of category leadership, growth, and cash flow is virtually unrivaled; as a standalone company Match Group now benefits from increased strategic flexibility, enhanced trading liquidity and the eligibility for index inclusion. With a market cap of \$30 billion, Match Group is the largest business IAC has separated in its 25-year history. Since Match Group's initial public offering in 2015, the company has more than doubled subscribers and revenue. Match Group's flagship product, Tinder, is the highest grossing non-gaming app worldwide, with a global presence.

"This is just the largest transaction at the core of our strategy throughout these 25 years," said Barry Diller, Chairman and Senior Executive of IAC. "Be opportunistic, be balance sheet conservative, build up enterprises and when they deserve independence let them have it. Be a conglomerate and an anti-conglomerate, a business model that has been unique to us."

[Skip to main content](#)

"Back to work again," said Joey Levin, CEO of IAC and Executive Chairman of Match Group, "this is the fun part."

As of today, IAC and Match Group each stand on their own as distinct building blocks, both well positioned for future growth and organized to continue building.

#### Details

Upon close of the transaction, IAC shareholders received one share of "new" IAC common stock and 2.1584 shares of "new" Match Group common stock for each share of IAC common stock held immediately prior to the transaction. In addition, IAC received \$838 million of cash representing \$3 per share of Match Group common stock previously held by IAC and the aggregate cash consideration not elected by Match Group public shareholders. IAC expects to receive an additional \$1.4 billion in proceeds from the sale of shares of New Match common stock, which is expected to close later today.

Pre-transaction shareholders of Match Group (other than IAC) received one share of "new" Match Group common stock plus either (i) \$3.00 per share in cash or (ii) 0.0337 of a share of "new" Match Group common stock worth \$3.00, based on a Match Group stock price of \$88.9466 calculated in accordance with the transaction agreement, for each share of Match Group common stock held immediately prior to the transaction.

#### About IAC

IAC (NASDAQ: IAC) builds companies. We are guided by curiosity, a questioning of the status quo, and a desire to invent or acquire new products and brands. From the single seed that started as IAC over two decades ago have emerged 10 public companies and generations of exceptional leaders. We will always evolve, but our basic principles of financially-disciplined opportunism will never change. IAC today operates Vimeo, Dotdash and Care.com, among many others, and also has majority ownership ANGI Homeservices, which includes HomeAdvisor, Angie's List and Handy. The Company is headquartered in New York City and has business operations and satellite offices worldwide.

#### About Match Group

Match Group (NASDAQ: MTCH), through its portfolio companies, is a leading provider of dating products available globally. Our portfolio of brands includes Tinder®, Match®, Meetic®, OkCupid®, Hinge®, Pairs™, PlentyOfFish®, and OurTime®, as well as a number of other brands, each designed to increase our users' likelihood of finding a meaningful connection. Through our portfolio companies and their trusted brands, we provide tailored products to meet the varying preferences of our users. Our products are available in over 40 languages to users all over the world.

#### Forward-Looking Statements

Certain statements and information in this communication may be deemed to be "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to IAC's and Match's anticipated financial performance, objectives, plans and strategies, and all statements (other than statements of historical facts) that address activities, events or developments that IAC and Match intend, expect, project, believe or anticipate will or may occur in the future. These statements are often characterized by terminology such as "believe," "hope," "may," "anticipate," "should," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy" and similar expressions, and are based on assumptions and assessments made by IAC's and Match's management in light of their experience and their perception of historical trends, current conditions, expected future developments, and other factors they believe to be appropriate. IAC and Match undertake no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance. Whether actual results will conform to expectations and predictions is subject to known and unknown risks and uncertainties, including: risks and uncertainties discussed in the joint proxy statement/prospectus and other reports that IAC and Match have filed with the SEC; competition; Match's ability to maintain user rates on its higher-monetizing dating products; the companies' ability to attract users to their products and services through cost-effective marketing and related efforts; changes in the companies' relationship with (or policies implemented by) Google; foreign currency exchange rate fluctuations; the companies' ability to distribute their products through third parties and offset related fees; the integrity and scalability of the companies' systems and infrastructure (and those of third parties) and the companies' ability to adapt their systems and infrastructure to changes in a timely and cost-effective manner; the companies' ability to protect their systems from cyberattacks and to protect personal and confidential user information; risks relating to certain of the companies' international operations and acquisitions; the impact of the outbreak of the COVID-19 coronavirus, or any subsequent or similar epidemic or pandemic; the risks inherent in separating Match from IAC, including uncertainties related to, among other things, the costs of the separation, whether the parties will be able to realize expected benefits of the separation on the anticipated timeline or at all, any litigation arising out of or relating to the proposed transaction, the expected tax treatment of the transaction, and the impact of the transaction on the businesses of IAC and Match; and other circumstances beyond IAC's and Match's control. You should not place undue reliance on these forward-looking statements. For more details on factors that could affect these expectations, please see IAC's and Match's filings with the SEC, including the joint proxy statement/prospectus.

#### Contact Us

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View original content to download multimedia: <http://www.prnewswire.com/news-releases/iac-and-match-group-complete-full-separation-301086627.html>

SOURCE IAC; Match Group

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## Contact Us

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# EXHIBIT 2

# Match Group Names Sharmistha Dubey Chief Executive Officer

Chief Financial Officer Gary Swidler Also Named Chief Operating Officer



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NEWS PROVIDED BY

**Match Group →**

Jan 28, 2020, 16:20 ET

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DALLAS, Jan. 28, 2020 /PRNewswire/ -- Match Group (NASDAQ: MTCH) today announced that after 14 years, Mandy Ginsberg will be leaving the company and stepping down from the Board of Directors. Ms. Ginsberg will be handing the reigns to her longtime deputy, Shar Dubey, who currently serves as the President of Match Group. Ms. Dubey will assume her role effective March 1.

Ms. Dubey has been a key leader within Match Group for 14 years. For the past two years, she has served as Match Group's President and has been a member of the Board since late 2019. Prior to her role as Match Group's President, Ms. Dubey was the Chief Operating Officer of the Tinder business, where she led the team that launched Tinder Gold, the portfolio's most successful monetization feature in its history. She has also served in a variety of other roles, including President of Match Group Americas and Chief Product Officer of the Match brand.

The company has also named Gary Swidler as Chief Operating Officer, in addition to his role as Chief Financial Officer. Mr. Swidler has overseen all accounting and finance, investor relations and corporate development activities since joining the Company in late 2015, just prior to its IPO. In his new role, Mr. Swidler will also oversee corporate communications, market research, corporate strategy, data security, advertising, and user safety across the portfolio of brands.



Match Group Chairman Joey Levin said, "Mandy has had a profound impact on Match Group's culture, the team, and through the success of our products, the world. She recruited Shar to the company more than a decade ago, and it's been incredible to witness what these two executives have built together. Mandy will always be a part of the Match Group family, wherever she is. But, if she will no longer be here, we cannot imagine a better successor than Shar. The Match Group leadership team has a deep bench of talent, and Shar, Gary and the team will continue to lead Match Group forward. Thank you, Mandy, for everything."

"It's been a fantastic journey working with Mandy these last 14 years, and it's very hard to imagine this company without her," said Ms. Dubey. "I'm incredibly grateful that we have such a strong leadership team that will continue to drive the business forward. Gary is a fantastic partner, and together with the rest of the team, we've developed and are executing on a strong strategy, and we feel great about where we're headed."

### **About Match Group**

Match Group (NASDAQ: MTCH), through its portfolio companies, is a leading provider of dating products available globally. Our portfolio of brands includes Tinder®, Match®, Meetic®, OkCupid®, Hinge®, Pairs™, PlentyOfFish®, and OurTime®, as well as a number of other brands, each designed to increase our users' likelihood of finding a meaningful connection. Through our portfolio companies and their trusted brands, we provide tailored products to meet the varying preferences of our users. Our products are available in over 40 languages to our users all over the world.

SOURCE Match Group

### **Related Links**

<http://www.matchgroupinc.com>

# EXHIBIT 3

# Match Group Invests In Noonlight To Integrate First-of-its-Kind Safety Technology Across Portfolio, Beginning With Tinder

Match Group to Join Noonlight's Board of Directors



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NEWS PROVIDED BY

**Match Group** →

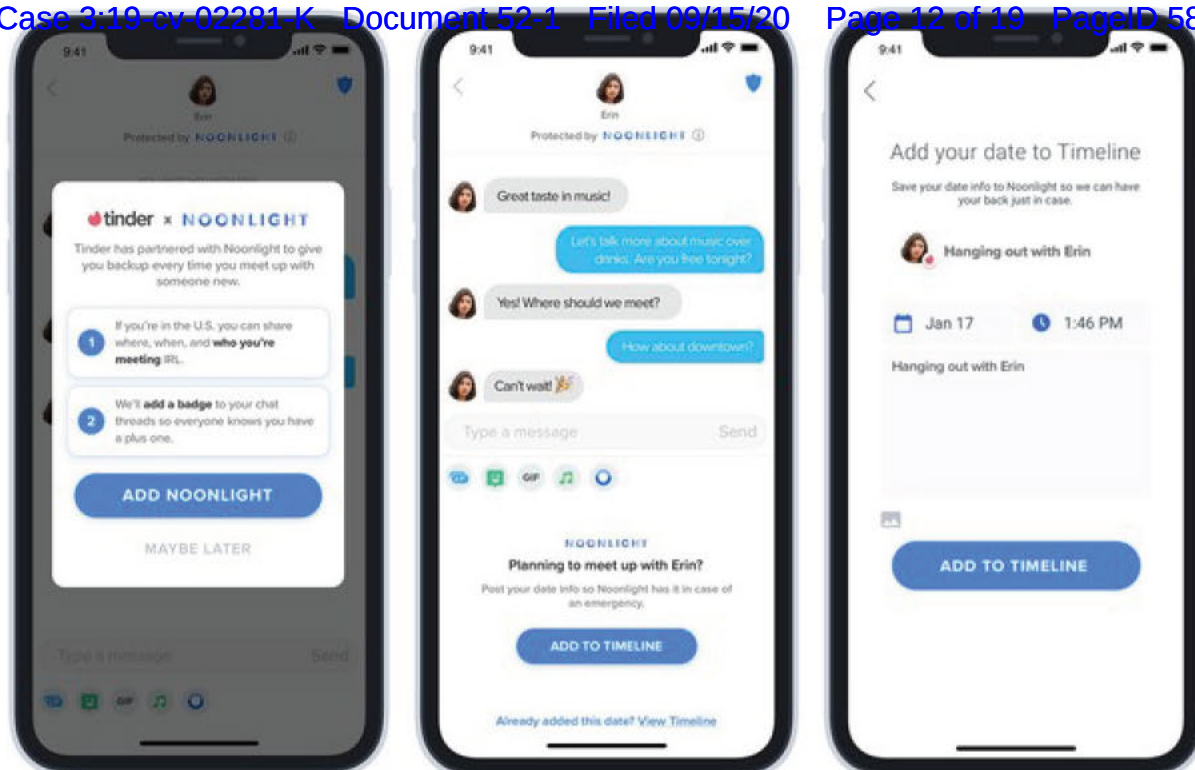
Jan 23, 2020, 07:50 ET

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DALLAS, Jan 23, 2020 /PRNewswire/ Match Group (NASDAQ: MTCH) today announced that it has invested in and partnered with Noonlight a first of its kind safety company that provides emergency response services and personal safety products Match Group plans to roll out Noonlight's advanced technology to U.S. users across its various brands, beginning with Tinder on January 28. This partnership is part of Match Group's ongoing commitment to invest in the latest technology to empower users to keep themselves safer on and offline.

Continue Reading





(PRNewsfoto/Match Group)

Match Group brands will leverage Noonlight's proprietary technology and APIs to power new safety features, enabling users to access emergency services and transmit highly accurate location data within the Noonlight app, without requiring a 911 phone call or the ability to talk or text. This service makes personal emergency services easily available for a mobile-first audience. Match Group will become the first dating company to invest in an emergency response service, allowing Tinder users in the U.S. to have help sent directly to them via Noonlight.

"A safe and positive dating experience is crucial to our business," said Match Group CEO Mandy Ginsberg. "We've found cutting-edge technology in Noonlight that can deliver real-time emergency services – which doesn't exist on any other dating product – so that we can empower singles with tools to keep them safer and give them more confidence. Integrating this kind of technology, in addition to the other safety standards that Match Group is implementing across our brands, is a necessary step in dating innovation."

The Noonlight integration will allow users to input details of upcoming dates within a Tinder Timeline feature, including who they are meeting, where they are going and when they will meet. Users will then have the ability to trigger a response within Noonlight's app to discreetly alert emergency services if they feel their safety may be at risk or are in need of assistance. If an alarm is triggered, Noonlight's certified dispatchers will reach out to check on the user and alert emergency responders if needed, providing them with critical, contextual information from the Tinder user's Timeline.

"We're proud to partner with Match Group and start our integration with Tinder to provide an enhanced level of protection and comfort throughout the dating experience," said Noonlight Co-Founder Nick Droege. "Meeting a new person can be an anxiety-inducing event for a myriad of reasons. In working closely with Match Group brands, our goal is to make sure safety isn't one of those reasons."

Tinder will begin rolling out the Noonlight Timeline feature on Tuesday, January 28, along with Photo Verification, which will help verify a match's authenticity, "Does This Bother You?," a harassment detection prompt powered by machine learning, and a revamped in-app Tinder Safety Center.

Match will roll out Noonlight later this year as part of its new Safety Center, along with Selfie Verification and Date Check-In, a new feature which will allow users to automatically notify friends and family of their plans while on a Match date.

Other Match Group U.S. brands will be integrating Noonlight onto their platforms in the coming months.

The Noonlight partnership is part of Match Group's ongoing commitment to creating and investing in the latest technology to combat bad actors and provide users with tools to help keep them safer. Match Group currently uses a network of industry-leading automated and manual moderation and review tools, systems and processes aimed to prevent, detect and remove people who engage in inappropriate behavior on Match Group products.

This investment, alongside these additional features, have been built in conjunction with the Match Group Advisory Council (MGAC), a group of leading experts and advocates involved in the study and prevention of sexual assault, sex trafficking and similar issues. The executive team at Match Group meets with the MGAC bi-annually to evaluate policies and solicit recommendations on how to improve safety on the company's products.

"We've been impressed with the way Match Group is approaching safety across its products," said RAINN President and MGAC Member Scott Berkowitz. "They have come to us for ideas and advice on resources and the latest tech available and have been open to trying new things. The addition of Noonlight is a good step forward and a valuable component of their overall safety strategy."

### **About Match Group**

Match Group (NASDAQ: MTCH), through its portfolio companies, is a leading provider of dating products available in over 40 languages to our users all over the world. Our portfolio of brands includes Tinder, Match, PlentyOfFish, Meetic, OkCupid, OurTime, Pairs, and Hinge, as well as a number of other brands, each designed to increase users' likelihood of finding a meaningful connection. Through our portfolio companies and their trusted brands, we provide tailored products to meet the varying preferences of our users.

### **About Noonlight**

Noonlight uses advanced technology to protect and comfort people so they can live freely. Launched in 2013 as a mobile application, Noonlight has since grown into a connected safety platform – partnering with products and services to enable safety and emergency response capabilities for their customers via a proprietary API. Noonlight's technology works everywhere in the United States, allowing users to quickly get help in any situation, without requiring a 911 call or the ability to talk or text. For more information visit [www.noonlight.com](http://www.noonlight.com).

SOURCE Match Group

### **Related Links**

<http://www.matchgroupinc.com>

# EXHIBIT 4



**Wei, Joannie**

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**From:** cmecfautosender@flsd.uscourts.gov  
**Sent:** Monday, August 3, 2020 5:04 PM  
**To:** flsd\_cmecf\_notice@flsd.uscourts.gov  
**Subject:** Activity in Case 0:18-cv-62593-DPG Federal Trade Commission v. Simple Health Plans, LLC, et al Order on Expedited Motion

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**U.S. District Court**

**Southern District of Florida**

**Notice of Electronic Filing**

The following transaction was entered on 8/3/2020 at 6:03 PM EDT and filed on 8/3/2020

**Case Name:** Federal Trade Commission v. Simple Health Plans, LLC, et al

**Case Number:** [0:18-cv-62593-DPG](#)

**Filer:**

**Document Number:** 314(No document attached)

**Docket Text:**

**PAPERLESS ORDER DENYING Defendants Steven Dorfman and Candida Giourard's Expedited Motion to Stay Proceedings Pending Supreme Court Review [302].** The Court, having considered the factors set forth in *Nken v. Holder*, 556 U.S. 418, 434 (2009), finds that is stay is not warranted. Defendants have not made a strong showing that they are likely to succeed on the merits or that they will be irreparably injured absent a stay. Indeed, the Supreme Court's decision in the consolidated appeals, *Federal Trade Commission v. Credit Bureau Center, LLC*, and *FTC v. AMG Capital Management, LLC*, will have no bearing on Defendants' liability for violations of the FTC Act and the Telemarketing Sales Rule ("TSR") or whether injunctive relief is warranted. Rather, the consolidated appeals only relate to whether the FTC may obtain certain forms of penal monetary relief. Moreover, both the FTC and the public would suffer harm if a stay is issued. Signed by Judge Darrin P. Gayles (hs01)

0:18-cv-62593-DPG Notice has been electronically mailed to:

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# EXHIBIT 5

(AFMx),CLOSED,DISCOVERY,MANADR,PROTORD

**UNITED STATES DISTRICT COURT**  
**CENTRAL DISTRICT OF CALIFORNIA (Southern Division - Santa Ana)**  
**CIVIL DOCKET FOR CASE #: 8:16-cv-00999-DOC-AFM**

Federal Trade Commission v. Damian Kutzner et al  
Assigned to: Judge David O. Carter  
Referred to: Magistrate Judge Alexander F. MacKinnon  
Case in other court: 9th CCA, 17-56455  
9th Circuit, 17-56476  
Cause: 15:0045 Federal Trade Commission Act

Date Filed: 05/31/2016  
Date Terminated: 09/21/2017  
Jury Demand: None  
Nature of Suit: 850 Securities/Commodities  
Jurisdiction: U.S. Government Plaintiff

Date Entered	#	Docket Text
07/28/2020	487	SCHEDULING NOTICE by Judge David O. Carter. The Court DENIES the EX PARTE APPLICATION to Stay Case pending Supreme Court Cases filed by defendant Jeremy Foti <a href="#">484</a> . THERE IS NO PDF DOCUMENT ASSOCIATED WITH THIS ENTRY. (kd) TEXT ONLY ENTRY (Entered: 07/28/2020)

PACER Service Center			
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08/27/2020 14:01:04			
PACER Login:	ftc56789	Client Code:	
Description:	Docket Report	Search Criteria:	8:16-cv-00999-DOC-AFM End date: 8/27/2020 Starting with document: 487
Billable Pages:	2	Cost:	0.20